

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | | |
|---------------------------|---|---|
| In re: |) | Chapter 11 |
| |) | |
| W.R. Grace & Co., et al., |) | Case No. 01-01139 (JKF) |
| |) | (Jointly Administered) |
| |) | |
| Debtors. |) | Objection Deadline: Dec. 3, 2008 @ 4:00 p.m. |
| |) | Hearing Date: TBD only if necessary |

**SUMMARY OF THE APPLICATION OF SULLIVAN HAZELTINE ALLINSON LLC
FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF
EXPENSES AS ZAI LOCAL COUNSEL FOR THE INTERIM PERIOD
FROM MAY 1, 2008 THROUGH MAY 31, 2008**

| | |
|--|-------------------------------------|
| Name of Applicant: | Sullivan Hazeltine Allinson LLC |
| Authorized to Provide Professional Services to: | Zonolite Attic Insulation Claimants |
| Date of Appointment: | July 22, 2002 ¹ |
| Period for which compensation and Reimbursement is sought: | May 1, 2008 through May 31, 2008 |
| Amount of Compensation sought as actual, Reasonable, and necessary: | \$4,768.00 |
| Amount of Expenses Reimbursement: | \$ 0.00 |

This is a: X monthly quarterly final application

Prior Application filed: Yes.

¹ William D. Sullivan presently serves as Delaware Counsel to the ZAI Claimants, through the firm of Sullivan Hazeltine Allinson LLC (formerly William D. Sullivan, LLC). Mr. Sullivan was designated as Delaware Counsel to the ZAI Claimants by Edward Westbrook, Lead Counsel to the ZAI Claimants, pursuant to the ZAI Claimants' Revised Special Counsel Designation and Litigation Budget for the ZAI Science Trial (D.I. 2508). The ZAI Claimants Revised Designation was approved by the Court by Order dated August 26, 2002 (D.I. 2617). Mr. Sullivan was previously employed by the firms of Elzufon Austin Reardon Tarlov and Mondell (through September 20, 2004) and Buchanan Ingersoll (September 20, 2004 through July 21, 2006). Those firms are no longer involved in the representation of the ZAI Claimants. As of July 22, 2006 Mr. Sullivan relocated to William D. Sullivan, LLC, which changed its name to Sullivan Hazeltine Allinson LLC effective January 1, 2008.

This is the twentieth application of Sullivan Hazeltine Allinson LLC, formerly William D. Sullivan, LLC, ("Sullivan") for monthly interim compensation of services filed with the Bankruptcy Court in this Chapter 11 case. The status of previous applications filed by Sullivan is set forth below:

| Date Filed | Period Covered | Requested Fees | Requested Expenses | Status of Fees | Status of Expenses |
|------------|------------------|----------------|--------------------|---------------------------------|---------------------------------|
| 11/3/06 | 7/24/06-8/31/06 | \$1,950.00 | \$0.00 | No objections served on counsel | No objections served on counsel |
| 11/3/06 | 9/1/06-9/30/06 | \$390.00 | \$0.00 | No objections served on counsel | No objections served on counsel |
| 1/3/07 | 10/1/06-10/31/06 | \$390.00 | \$0.00 | No objections served on counsel | No objections served on counsel |
| 1/3/07 | 11/1/06-11/30/06 | \$3,330.00 | \$329.52 | No objections served on counsel | No objections served on counsel |
| 3/12/07 | 12/1/06-12/31/06 | \$7,702.50 | \$863.59 | No objections served on counsel | No objections served on counsel |
| 3/12/07 | 1/1/07-1/31/07 | \$7,248.75 | \$13.92 | No objections served on counsel | No objections served on counsel |
| 3/29/07 | 2/1/07-2/28/07 | \$1,102.50 | \$882.00 | No objections served on counsel | No objections served on counsel |
| 7/20/07 | 3/1/07-3/31/07 | \$8,591.25 | \$5,143.33 | No objections served on counsel | No objections served on counsel |
| 10/3/07 | 4/1/07-4/30/07 | \$5,842.50 | \$62.40 | No objections served on counsel | No objections served on counsel |
| 10/3/07 | 5/1/07-5/31/07 | \$2,970.00 | \$2,011.74 | No objections served on counsel | No objections served on counsel |
| 10/3/07 | 6/1/07-6/30/07 | \$1,110.00 | \$0.00 | No objections served on counsel | No objections served on counsel |
| 11/14/07 | 7/1/07-7/31/07 | \$615.00 | \$0.00 | No objections served on counsel | No objections served on counsel |
| 11/14/07 | 8/1/07-8/31/07 | \$960.00 | \$690.00 | No objections served on counsel | No objections served on counsel |
| 11/14/07 | 9/1/07-9/30/07 | \$544.00 | \$0.00 | No objections served on counsel | No objections served on counsel |
| 11/14/07 | 10/1/07-10/31/07 | \$1,056.00 | \$912.66 | No objections served on counsel | No objections served on counsel |
| 1/14/2008 | 11/1/07-11/30/07 | \$1,882.00 | \$80.55 | No objections served on counsel | No objections served on counsel |
| 1/14/2008 | 12/1/07-12/31/07 | \$320.00 | \$0.00 | No objections served on counsel | No objections served on counsel |
| 3/4/2008 | 1/1/08 - 1/31/08 | \$640.00 | \$50.28 | No objections served on counsel | No objections served on counsel |
| 4/2/2008 | 2/1/08 - 2/29/08 | \$2,144.00 | \$1,639.92 | No objections served on counsel | No objections served on counsel |
| 8/8/2008 | 3/1/08 - 3/31/08 | \$6,872.00 | \$18,882.04 | No objections served on counsel | No objections served on counsel |
| 11/13/2008 | 4/1/08 - 4/30/08 | \$9,488.00 | \$6,856.79 | Pending | Pending |

The total expended for the preparation of this application is approximately 1.5 hours, and the corresponding estimated compensation *that will be requested in a future application* is approximately \$450.00.

The Sullivan attorneys who rendered professional services in these cases during the Fee Period are:

| Name of Professional Person | Position with the applicant | Number of years as an attorney | Department | Hourly billing rate | Total billed hours | Total compensation |
|-----------------------------|-----------------------------|--------------------------------|------------|---------------------|--------------------|--------------------|
| William D. Sullivan | Partner | 17 | Bankruptcy | \$320.00 | 14.9 | \$4,768.00 |
| Elihu E. Allinson, III | Associate | 10 | Bankruptcy | \$260.00 | 0 | \$0.00 |
| TOTALS | | | | | 14.9 | \$4,768.00 |

No paraprofessional rendered professional services in these cases during the Fee Period.

Compensation by Project Category

| Category | Total Hours | Total Fees |
|------------------------|-------------|-------------------|
| 11 - Fee Applications | 0.0 | \$0.00 |
| 20-Travel-Non-working | 0.0 | \$0.00 |
| 22 - ZAI Science Trial | 14.9 | \$4,768.00 |
| TOTALS | 14.9 | \$4,768.00 |

Detail of Expenses

| Description | Amount |
|---------------------------------------|---------------|
| Outside Copying and Service by Vendor | \$0.00 |
| Courier Service | \$0.00 |
| Copying - In-house (\$0.07 per page) | \$0.00 |
| Postage | \$0.00 |
| Federal Express | \$0.00 |
| On-line Search Service (CM/ECF) | \$0.00 |
| Filing Fees | \$0.00 |
| Total | \$0.00 |

Dated: November 13, 2008
Wilmington, Delaware

SULLIVAN · HAZELTINE · ALLINSON LLC



William D. Sullivan (No. 2820)
4 East 8th Street, Suite 400
Wilmington, DE 19801
Telephone: (302) 428-8191
Facsimile: (302) 428-8195

Delaware Counsel for the ZAI Claimants

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
)
W.R. Grace & Co., et al.,) Case No. 01-01139 (JKF)
) (Jointly Administered)
)
Debtors.) Objection Deadline: Dec. 3, 2008 @ 4:00 p.m.
) Hearing Date: TBD only if necessary

**FEE DETAIL FOR THE APPLICATION OF SULLIVAN HAZELTINE ALLINSON LLC
FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF
EXPENSES AS ZAI LOCAL COUNSEL FOR THE INTERIM PERIOD FROM
MAY 1, 2008 THROUGH MAY 31, 2008**

SULLIVAN HAZELTINE ALLINSON LLC**Attorneys and Counselors at Law**

**4 East 8th Street, Suite 400
Wilmington, DE 19801
Tax ID # 20-5238500**

**Tel: (302) 428-8191
Fax:(302) 428-8195**

ZAI Claimants
c/o William Sparks
W.R. Grace & Co.
7500 Grace Dr.
Columbia MD 21044

June 30, 2008
Invoice # 10615

**In Reference To: W.R. Grace
C.A. 01-01139 (JKF)**

Professional Services

| | | <u>Hours</u> | <u>Amount</u> |
|----------|--|--------------|---------------|
| 5/1/2008 | WDS Conference with counsel for the Crown re: mediation . | 0.20 | 64.00 |
| | WDS Conference with Judge Gross's chambers re: mediation procedures | 0.40 | 128.00 |
| | WDS Coordinate with all participating counsel re: ZAI mediation terms and procedures | 0.80 | 256.00 |
| 5/2/2008 | WDS Correspondence with Court; correspondence with parties re: mediation submission | 0.30 | 96.00 |
| | WDS Telephone conversation with counsel for Canadian claimants re: mediation issues | 0.20 | 64.00 |
| 5/5/2008 | WDS Telephone conversation with counsel for Canadian ZAI claimants re: mediation | 0.20 | 64.00 |
| | WDS Correspondence with counsel for Debtors re: stipulation for mediation | 0.30 | 96.00 |
| 5/6/2008 | WDS Correspondence with counsel for P.D. Committee re: mediation statements | 0.10 | 32.00 |
| 5/7/2008 | WDS Telephone conversation with counsel for Debtors re: comments on mediation stipulation; review revised stipulation; conference with counsel for Canadian ZAI Claimants re: same | 0.40 | 128.00 |
| | WDS Telephone conversation with E. Westbrook re: mediation statement | 0.20 | 64.00 |
| | WDS Correspondence with co-counsel, counsel for Debtor re: final version of stipulation, submission to Court | 0.30 | 96.00 |
| | WDS Review mediation statement and forward to Judge Gross | 0.60 | 192.00 |
| 5/8/2008 | WDS Telephone conversation with Judge's chambers re: mediation issue; e-mail all parties re: same | 0.40 | 128.00 |

ZAI Claimants

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| | | | Hours | Amount |
|------------------------------------|-----|---|-------------|------------------|
| 5/8/2008 | WDS | Correspondence with all parties re: mediation attendees | 0.30 | 96.00 |
| 5/9/2008 | WDS | Correspondence with all parties re: mediation procedures; letter to Judge Gross re: same | 0.50 | 160.00 |
| | WDS | Correspondence with mediation participants | 0.40 | 128.00 |
| | WDS | Review mediation appointment order; forward to co-counsel | 0.20 | 64.00 |
| 5/12/2008 | WDS | Meeting with co-counsel in preparation for mediation | 1.00 | 320.00 |
| | WDS | Attend mediation | 5.50 | 1,760.00 |
| 5/13/2008 | WDS | Telephone conversation with counsel for Canadian ZAI claimants re: mediation follow-up | 0.50 | 160.00 |
| 5/19/2008 | WDS | Correspondence with J. Gross; correspondence with co-counsel re: continuation of mediation | 0.30 | 96.00 |
| 5/22/2008 | WDS | Telephone conversation with counsel for Canadian ZAI re: notice issues and continued actions by Debtor | 0.30 | 96.00 |
| | WDS | Review Canadian ZAI filings; e-mail to co-counsel summarizing same | 0.60 | 192.00 |
| 5/29/2008 | WDS | Review Order denying motion to continue ZAI hearing | 0.10 | 32.00 |
| | WDS | Telephone conversation with counsel for Canadian claimants re: ZAI hearing | 0.20 | 64.00 |
| 5/30/2008 | WDS | Review agenda and amended agenda letter; review amended exhibits on Bar Date Notice; e-mail with co-counsel re: hearing preparation | 0.60 | 192.00 |
| For professional services rendered | | | <hr/> 14.90 | <hr/> \$4,768.00 |

Timekeeper Summary

| Name | Hours | Rate | Amount |
|--------------------|-------|--------|------------|
| William D Sullivan | 14.90 | 320.00 | \$4,768.00 |

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) (Jointly Administered)
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Debtors.) **Objection Deadline: Dec. 3, 2008 @ 4:00 p.m.**
) **Hearing Date: TBD only if necessary**

**VERIFICATION OF THE APPLICATION OF SULLIVAN HAZELTINE ALLINSON LLC
FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF
EXPENSES AS ZAI LOCAL COUNSEL FOR THE INTERIM PERIOD
FROM MAY 1, 2008 THROUGH MAY 31, 2008**

I, William D. Sullivan, do hereby verify the following with respect to the Application Of Sullivan Hazeltine Allinson LLC ("Sullivan") For Compensation For Services And Reimbursement Of Expenses As ZAI Local Counsel For The Interim Period From May 1, 2008 Through May 31, 2008:

1. I am an attorney with the applicant law firm, Sullivan Hazeltine Allinson LLC, admitted to appear before this Court.
2. I personally performed many of the legal services for which Sullivan is seeking interim compensation and am thoroughly familiar with the other work performed on behalf of the ZAI Claimants by the other Sullivan attorneys for whose work compensation is being sought.
3. I have reviewed the foregoing application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I am familiar with Del.Bankr.L.R. 2016-2 and have reviewed the Court's *Amended Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members*, signed April 17,

2002, and believe that the foregoing application substantially complies with Rule 2016-2 and the Order.

Dated: November 12, 2008
Wilmington, Delaware

SULLIVAN · HAZELTINE · ALLINSON LLC



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Delaware Counsel for the ZAI Claimants